

ESTTA Tracking number: **ESTTA630967**

Filing date: **10/03/2014**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

| | |
|---------------------------|---|
| Proceeding | 91209206 |
| Party | Plaintiff Spiraledge, Inc. |
| Correspondence Address | Andrea Anderson Holland & Hart LLP One Boulder Plaza1800 Broadway, Suite 300 Boulder, CO 80302 UNITED STATES AAnderson@hollandhart.com, kmorita@hollandhart.com, dock- et@hollandhart.com |
| Submission | Motion to Join/Substitute Party |
| Filer's Name | Andrea Anderson |
| Filer's e-mail | AAnderson@hollandhart.com, kmorita@hollandhart.com, dock- et@hollandhart.com |
| Signature | /Andrea Anderson/ |
| Date | 10/03/2014 |
| Attachments | Motion to Substitute.pdf(511119 bytes) |

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

| | |
|---|--|
| SeaWorld Parks & Entertainment LLC (by assignment from Spiraledge, Inc.) Opposer, v. Premium Sales Network, LLC Applicant. | Opposition No.: 91209206 Mark: AQUATICA Serial No.: 85616734 |
|---|--|

MOTION TO SUBSTITUTE PARTY FOR OPPOSER

Pursuant to the Trademark Trial & Appeal Board Manual of Procedure (“TMBP”) § 512.01, SeaWorld Parks & Entertainment LLC (“SeaWorld”), by and through its attorneys, moves to substitute itself for Opposer, Spiraledge, Inc. (“Spiraledge”), in this proceeding. As grounds for this motion, SeaWorld states as follows:

1. On August 21, 2014, Spiraledge assigned its entire interest in the trademark AQUATICA (Registration No. 4077618) (the “Mark”) to SeaWorld, SeaWorld Entertainment, Inc., SeaWorld Parks & Entertainment, Inc., and Sea World LLC (collectively, the “SeaWorld Entities”). The assignment was recorded at Reel 5351, Frame 0022.

2. On September 15, 2014, the SeaWorld Entities collectively assigned their entire interest in the Mark to SeaWorld. This subsequent assignment was recorded at Reel 5363, Frame 0534. Copies of both assignment documents are appended to this Motion.

3. As a result of these two assignments, SeaWorld is now the owner of all right, title, and interest in and to the Mark, which is being relied upon by Opposer in the present proceeding.

4. Spiraledge's counsel, Kathleen Skinner, has consented to this substitution on behalf of Spiraledge, and a copy of this Motion is being served on Spiraledge's counsel.

5. Counsel for SeaWorld has notified Applicant's counsel of the above facts and has requested that Applicant consent to this Motion for Substitution. Although SeaWorld has not yet received a substantive response from Applicant or its counsel, SeaWorld does not expect Applicant to oppose this Motion.

FOR THESE REASONS, SeaWorld respectfully requests that it be substituted for Spiraledge as Opposer in these proceedings, and that the proceeding be re-captioned accordingly.

Dated this 3rd day of October, 2014.

Respectfully submitted,

/s/Andrea Anderson

Andrea Anderson

Kazuyo Morita

HOLLAND & HART LLP

One Boulder Plaza

1800 Broadway, Suite 300

Boulder, CO 80302

(303) 473-2861 (phone)

(303) 473-2720 (fax)

Attorneys for Opposer

SeaWorld Parks & Entertainment LLC

CERTIFICATE OF SERVICE

I certify that on October 3rd, 2014, I served a copy of the above **MOTION TO SUBSTITUTE PARTY FOR OPPOSER** to the following by:

| | |
|--|----------------------------|
| <input checked="checked" type="checkbox"/> | U.S. Mail, postage prepaid |
| <input type="checkbox"/> | Hand Delivery |
| <input type="checkbox"/> | Fax |

Robert Varkonyi
Smith and Hopen PA
180 Pine Ave. N
Oldsmar, Florida 34677-4629
United States of America
E-mail: robert.varkonyi@smithhopen.com, trademarks@smithhopen.com

Kathleen A. Skinner
Beeson Skinner Beverly, LLP
One Kaiser Plaza Suite 750
Oakland, CA 94612
Tel: 510-832-8700 ext 19
Fax: 510-836-2595
Email: kskinner@bsblp.com

/s/Sandy Thoele
Sandy Thoele

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM315056

| | | | |
|---|---|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| SpiralEdge, Inc. | | 08/21/2014 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | SeaWorld Entertainment, Inc., SeaWorld Parks & Entertainment, Inc., SeaWorld Parks & Entertainment LLC and Sea World LLC | | |
| Street Address: | 9205 South Park Center Loop | | |
| Internal Address: | Suite 400 | | |
| City: | Orlando | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 32819 | | |
| Entity Type: | SeaWorld Entertainment, Inc. and SeaWorld Parks & Entertainment, Inc. are Corporations and SeaWorld Parks & Entertainment LLC and Sea World LLC are Limited Liability Companies: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4077618 | AQUATICA | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3034732720 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 303-473-2701 | | |
| Email: | docket@hollandhart.com | | |
| Correspondent Name: | Kazuyo Morita | | |
| Address Line 1: | P.O. Box 8749 | | |
| Address Line 2: | Attention: Trademark Docketing | | |
| Address Line 4: | Denver, COLORADO 80201 | | |
| NAME OF SUBMITTER: | Kazuyo Morita | | |
| SIGNATURE: | /Kazuyo Morita/ | | |
| DATE SIGNED: | 08/25/2014 | | |
| Total Attachments: 2 | | | |
| source=Trademark Assignment Agreement from Spiraledge#page1.tif | | | |
| source=Trademark Assignment Agreement from Spiraledge#page2.tif | | | |

CH \$40.00 4077618

EXHIBIT A


TRADEMARK ASSIGNMENT AGREEMENT

WHEREAS, **Spiraledge, Inc. ("Spiraledge")**, a Delaware corporation with offices at 110 Rio Robles, San Jose, CA, 95134 (the "**Assignor**"), owns all rights, title and interest in and to U.S. Trademark Registration No. 4,077,618 for **AQUATICA (the "Trademark")**; and

WHEREAS, Assignor and **SeaWorld Entertainment, Inc., SeaWorld Parks & Entertainment, Inc., SeaWorld Parks & Entertainment LLC, and Sea World LLC (collectively, "SeaWorld") (the "Assignee")**, have entered into a Confidential Settlement and Intellectual Property Purchase Agreement (**the "Agreement"**), pursuant to which Assignee acquired the Trademark and the goodwill associated with and symbolized by the Trademark.

NOW, THEREFORE, for good and valuable consideration as set forth in the Agreement, receipt and sufficiency of which is hereby acknowledged and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all of its right, title and interest in and to: (1) the Trademark, together with the goodwill associated with and symbolized by the Trademark; (2) all income, royalties, damages and payments now or hereafter due or payable with respect to the Trademark; (3) all rights of action arising from the Trademark; (4) all claims for damages by reason of past, present and future infringement or misappropriation of the Trademark; and (5) the right to sue and collect damages for such infringement of the Trademark, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

SPIRALEDGE, INC.

By: 

Avi Benaroya
CEO, Spiraledge, Inc.

Date: August 21, 2014

PLEASE SEE ATTACHED
CALIFORNIA NOTARY FORM

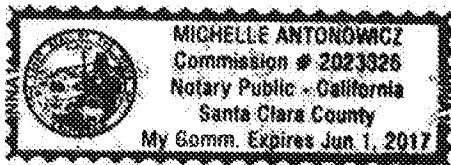
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Santa Clara

On Aug 21, 2014 before me, Michelle Antonowicz, Notary Public

personally appeared AVI BENAROYA



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Michelle Antonowicz
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: TRADEMARK ASSIGNMENT AGREEMENT

Document Date: Aug. 21, 2014 Number of Pages: 1

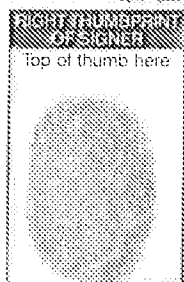
Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: Avi Benaroya

- ☐ Individual
☒ Corporate Officer — Title(s): CEO-SpiralEdge Inc.
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

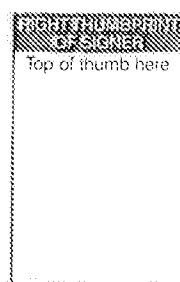
Signer Is Representing: _____



Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____



TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM317133

| | | | |
|---|--|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| SeaWorld Entertainment, Inc., SeaWorld Parks & Entertainment, Inc., and Sea World LLC | | 09/15/2014 | SeaWorld Entertainment, Inc. and SeaWorld Parks & Entertainment, Inc. are corporations, and Sea World LLC is a limited liability company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | SeaWorld Parks & Entertainment LLC | | |
| Street Address: | 9205 South Park Center Loop | | |
| Internal Address: | Suite 400 | | |
| City: | Orlando | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 32819 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4077618 | AQUATICA | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3034732720 | | |
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| Phone: | 303-473-2701 | | |
| Email: | docket@hollandhart.com | | |
| Correspondent Name: | Kazuyo Morita | | |
| Address Line 1: | P.O. Box 8749 | | |
| Address Line 2: | Attention: Trademark Docketing | | |
| Address Line 4: | Denver, COLORADO 80201 | | |
| NAME OF SUBMITTER: | Kazuyo Morita | | |
| SIGNATURE: | /Kazuyo Morita/ | | |
| DATE SIGNED: | 09/15/2014 | | |
| Total Attachments: 1 | | | |
| source=Trademark Assignment Agreement to SeaWorld Parks & Entertainment LLC#page1.tif | | | |

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TRADEMARK

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Agreement") with an effective date of the dated signatures below ("Effective Date"), by and between, on the one hand, SeaWorld Entertainment, Inc., SeaWorld Parks & Entertainment, Inc., and Sea World LLC (collectively, "Assignors"), and on the other hand, SeaWorld Parks & Entertainment LLC ("Assignee"), all with a principal place of business at 9205 South Park Center Loop, Suite 400, Orlando, Florida 32819.

WHEREAS, Assignors together with Assignee are the joint owners of all right, title, and interest in and to the trademark AQUATICA (the "Mark") and U.S. Registration No. 4077618 (the "Registration");

WHEREAS, Assignors desire to assign to Assignee, by recordable instrument, all of their right, title, and interest in and to the Mark and the Registration, so that the Mark and Registration will be owned solely by Assignee; and

WHEREAS, Assignee wishes to acquire all right, title, and interest in and to the Mark and the Registration.

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby assign and transfer to Assignee all of their right, title, and interest to the Mark and the Registration, together with the goodwill of the business associated with and symbolized by the Mark.

IN WITNESS WHEREOF, Assignors have executed this Agreement and caused the same to be duly delivered on their behalf effective as of the Effective Date.

Executed on the 15TH day of September 2014.

ASSIGNORS:

SeaWorld Entertainment,
Inc.

By: Paul B. Powers

Name: Paul B. Powers

Title: Assistant Secretary

SeaWorld LLC

By: Paul B. Powers

Name: Paul B. Powers

Title: Assistant Secretary

SeaWorld Parks &
Entertainment, Inc.

By: Paul B. Powers

Name: Paul B. Powers

Title: Assistant Secretary

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